

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	x	
In re:	:	Chapter 11
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	Case No. 08-13555 (SCC)
Debtors.	:	
-----	x	
LEHMAN BROTHERS SPECIAL FINANCING INC.,	:	
Plaintiff,	:	
-against-	:	Adversary Proceeding
BALLYROCK ABS CDO 2007-1 LIMITED; WELLS FARGO BANK, N.A., as Trustee; BARCLAYS BANK, PLC, as owner of beneficial interests in the Senior Notes; LONG ISLAND INTERNATIONAL LIMITED, as owner of beneficial interests in the Senior Notes; LONG HILL 2006-1 LTD., as owner of beneficial interests in the Senior Notes; BLACKROCK MORTGAGE INVESTORS MASTER FUND, L.P., as owner of beneficial interests in the Senior Notes,	:	No.: 09-01032 (SCC)
Defendants.	:	
-----	x	

**STIPULATION AND ORDER  
AUTHORIZING PAYMENT OF ADMINISTRATIVE EXPENSES**

WHEREAS, on February 3, 2009, Plaintiff Lehman Brothers Special Financing Inc. (“LBSF”) commenced this adversary proceeding by filing its Complaint for Declaratory and Injunctive Relief against Defendants Ballyrock ABS CDO 2007-1 Limited (“Ballyrock”) and Wells Fargo, N.A., as trustee (the “Trustee”);

WHEREAS, on February 5, 2009, the Trustee filed its Answer and Complaint in Interpleader;

WHEREAS, on April 20, 2009, the Court entered an Order Granting Preservation of Status Quo for Disputed Funds, Notice of Interpleader Request and Payment of Trustee Fees (the “Status Quo Order”), which order, inter alia, required the Trustee to give notice of the request for interpleader to all interested parties, including publication notice and a notice on the Ballyrock website maintained by the Trustee;

WHEREAS, such notice was duly given;

WHEREAS, the only parties that have appeared in this proceeding in addition to LBSF, Ballyrock, and the Trustee are Barclays Bank PLC, Long Island International Limited, BlackRock Mortgage Investors Master Fund, L.P., and Long Hill 2006-1, Ltd. (the “Noteholders”);

WHEREAS, on June 3, 2009, the Court entered an Order Granting Interpleader to Wells Fargo Bank, N.A. for the Disputed Funds (the “Interpleader Order”), which order, inter alia, required that the Trustee maintain the Disputed Funds in an escrow/trust account until the Court issues an order instructing the Trustee on how to distribute the Disputed Funds;

WHEREAS, on July 30, 2009, the Court entered an Order permitting the intervention of the Official Committee of Unsecured Creditors of Lehman Brothers Holdings Inc., et al. (the “Unsecured Creditors”);

WHEREAS, on January 6, 2011, the Court entered a stipulated Order Authorizing Payment of Administrative Expenses for Ballyrock in the amount of \$18,003.93;

WHEREAS, on January 4, 2012, the Court entered a stipulated Order Authorizing Payment of Administrative Expenses for Ballyrock in the amount of \$9,802.58;

WHEREAS, on February 15, 2013, the Court entered a stipulated Order Authorizing Payment of Administrative Expenses for Ballyrock in the amount of \$20,065.09;

WHEREAS, on December 3, 2013, the Court entered a stipulated Order Authorizing Payment of Administrative Expenses for Ballyrock in the amount of \$22,686.78;

WHEREAS, Ballyrock has incurred certain additional administrative expenses;

WHEREAS, Ballyrock has requested that the parties to this proceeding consent to the payment of the administrative expenses itemized below (the “Administrative Expenses”); and

WHEREAS, LBSF, the Noteholders and the Unsecured Creditors have consented to the payment of the Administrative Expenses, and the Trustee has no objection to such payment.

IT IS HEREBY STIPULATED AND AGREED that the Administrative Expenses listed below shall be paid by the Trustee from the Disputed Funds (as defined in the Status Quo Order) within five (5) business days after the Trustee receives notice of the entry by the Court of this Stipulation and [Proposed] Order:

1. Annual Return for Exempt Company Fee, invoice attached hereto as Exhibit A.  
**Amount**.....**\$2,453.66**

IT IS FURTHER AGREED THAT nothing contained herein shall prejudice the parties' rights to object to payment of any future Administrative Fees.

Dated: March 24, 2014  
New York, New York

ORRICK, HERRINGTON & SUTCLIFFE LLP

s/ Steven J. Fink  
Steven J. Fink  
51 West 52nd Street  
New York, NY 10019  
Telephone: (212) 506-5000  
Facsimile: (212) 506-5151

*Attorneys for Ballyrock ABS CDO 2007-1 Limited*

SULLIVAN & CROMWELL LLP

s/ Robinson B. Lacy  
Robinson B. Lacy  
125 Broad Street  
New York, New York 10004  
Telephone: (212) 558-4000

*Attorneys for Barclays Bank PLC and Long Island International Limited*

SIDLEY AUSTIN LLP

s/ Nicholas P. Crowell  
Nicholas P. Crowell  
787 Seventh Avenue  
New York, New York 10019  
Telephone: (212) 839-5300

*Attorneys for BlackRock Mortgage Investors Master Fund, L.P. and Long Hill 2006-1, Ltd.*

LOCKE LORD LLP

s/ Casey B. Howard

Casey B. Howard  
Three World Financial Center  
New York, New York 10281  
Telephone: (212) 812-8342

*Attorneys for Wells Fargo Bank, N.A., as Trustee*

WEIL, GOTSHAL & MANGES LLP

s/ Scarlett E. Collings

Scarlett E. Collings  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310 8017

*Attorneys for Lehman Brothers  
Special Financing Inc.*

QUINN EMANUEL URQUHART & SULLIVAN  
LLP

s/ Eric D. Winston

Eric D. Winston  
865 S. Figueroa St., 10th Floor  
Los Angeles, California 90017  
Telephone: (213) 443-3000

*Attorneys for Official Committee of Unsecured  
Creditors of Lehman Brothers Holdings Inc., et al.*

**IT IS SO-ORDERED:**

March 25, 2014  
New York, New York

/s/ Shelley C. Chapman

HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE